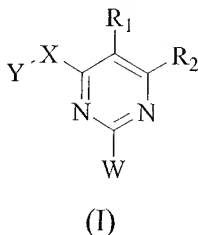


## AMENDMENTS TO THE CLAIMS

1. (Previously presented) A compound having the formula I:

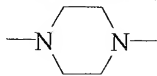


or a stereoisomer, tautomer, or pharmaceutically acceptable salt thereof, wherein

Y is selected from the group consisting of

- (1) substituted or unsubstituted aryl,
- (2) substituted or unsubstituted heterocyclyl, and
- (3) substituted or unsubstituted heteroaryl;

X is selected from the group consisting of

- (1) -N(R<sup>1x</sup>)-,
- (2) -(CH<sub>2</sub>)<sub>m</sub>-C(R<sup>2x</sup>, R<sup>3x</sup>)-N(R<sup>1x</sup>)-,
- (3) -O-,
- (4) -S-,
- (5) -SO-,
- (6) -SO<sub>2</sub>-,
- (7) -C(R<sup>2x</sup>, R<sup>3x</sup>)-, and
- (8) ,

wherein R<sup>1x</sup>, R<sup>2x</sup>, and R<sup>3x</sup> are selected from the group consisting of

- (a) H,
- (b) substituted or unsubstituted C<sub>1</sub>-C<sub>6</sub>-alkyl,
- (c) substituted or unsubstituted C<sub>2</sub>-C<sub>6</sub>-alkenyl,
- (d) substituted or unsubstituted C<sub>2</sub>-C<sub>6</sub>-alkynyl,
- (e) substituted or unsubstituted aryl,

- (f) substituted or unsubstituted heterocyclyl,
- (g) substituted or unsubstituted heteroaryl; and

m is 0, 1, 2, 3, or 4;

R<sub>1</sub> is selected from the group consisting of

- (1) H,
- (2) substituted or unsubstituted C<sub>1</sub>-C<sub>6</sub>-alkyl,
- (3) -COOH,
- (4) halo,
- (5) -OR<sup>1t</sup>, and
- (6) -NHR<sup>1t</sup>,

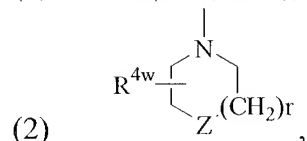
wherein R<sup>1t</sup> is H or C<sub>1</sub>-C<sub>6</sub>-alkyl;

R<sub>2</sub> is selected from the group consisting of

- (1) substituted or unsubstituted aryl,
- (2) substituted or unsubstituted heteroaryl, and

W is selected from the group consisting of

- (1) -N(R<sup>1w</sup>, R<sup>2w</sup>), and



wherein R<sup>1w</sup> and R<sup>2w</sup> are selected from the group consisting of

- (a) substituted or unsubstituted aryl,
- (b) substituted or unsubstituted heterocyclyl, and
- (c) substituted or unsubstituted heteroaryl,

Z is selected from the group consisting of

- (a) -O-,
- (b) -NR<sup>z</sup>-,
- (c) -S-,
- (d) -SO-,
- (e) -SO<sub>2</sub>-, and

(f)  $-\text{CH}_2-$ ,

wherein  $\text{R}^z$  is H or substituted or unsubstituted alkyl group; and

$\text{R}^{4w}$  is selected from the group consisting of

- (a) H,
- (b) substituted or unsubstituted  $\text{C}_1\text{-C}_6\text{-alkyl}$ ,
- (c)  $-\text{COOR}^{5w}$ ,
- (d)  $-\text{CONH}_2$ ,
- (e)  $-\text{OR}^{5w}$ , and
- (f)  $-\text{NHR}^{5w}$ ,

wherein  $\text{R}^{5w}$  is H or  $\text{C}_1\text{-C}_6\text{-alkyl}$ ; and r is 0, 1, or 2;

with the proviso that when  $\text{R}_2$  is phenyl independently substituted with one to five substituents selected from hydrogen, cycloalkyl, heterocycloalkyl, halo, nitro, amino, sulphonamido, or alkylsulphonylamino,  $\text{R}_1$  is hydrogen, haloalkyl, alkyl, or halo, and X is  $\text{NR}^{1x}$ , then Y is substituted or unsubstituted heteroaryl or substituted or unsubstituted heterocyclyl.

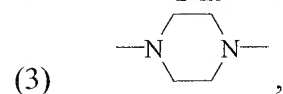
2. (Previously presented) The compound of claim 1, wherein

Y is selected from the group consisting of

- (1) substituted or unsubstituted aryl,
- (2) substituted or unsubstituted heterocyclyl, and
- (3) substituted or unsubstituted heteroaryl;

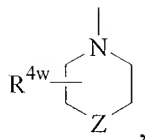
X is selected from the group consisting of

- (1)  $-\text{N}(\text{R}^{1x})-$ ,
- (2)  $-(\text{CH}_2)_m-\text{C}(\text{R}^{2x}, \text{R}^{3x})-\text{N}(\text{R}^{1x})-$ , and



wherein  $\text{R}^{1x}$ ,  $\text{R}^{2x}$ ,  $\text{R}^{3x}$  are independently H or substituted or unsubstituted  $\text{C}_1\text{-C}_6\text{-alkyl}$ ; and

W is selected from the group consisting of



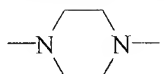
wherein Z is -O- or -NR<sup>Z</sup>-, wherein R<sup>4w</sup> is H or substituted or unsubstituted C<sub>1</sub>-C<sub>6</sub>-alkyl.

3. (Previously presented) The compound of claim 1, wherein

Y is selected from the group consisting of

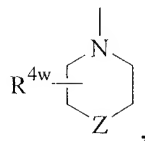
- (1) substituted or unsubstituted heterocyclyl,
- (2) substituted or unsubstituted heteroaryl;

X is selected from the group consisting of

- (1) -N(R<sup>1x</sup>)-,
- (2) -(CH<sub>2</sub>)<sub>m</sub>-C(R<sup>2x</sup>, R<sup>3x</sup>)-N(R<sup>1x</sup>)-, and
- (3) ,

wherein R<sup>1x</sup>, R<sup>2x</sup>, R<sup>3x</sup> are independently H or substituted or unsubstituted C<sub>1</sub>-C<sub>6</sub>-alkyl; and

W is selected from the group consisting of



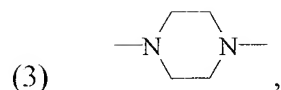
wherein Z is -O- or -NR<sup>Z</sup>-, wherein R<sup>4w</sup> is H or substituted or unsubstituted C<sub>1</sub>-C<sub>6</sub>-alkyl.

4. (Previously presented) The compound of claim 1, wherein

Y is substituted or unsubstituted aryl;

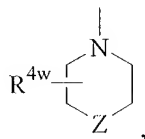
X is selected from the group consisting of

- (1) -N(R<sup>1x</sup>)-,
- (2) -(CH<sub>2</sub>)<sub>m</sub>-C(R<sup>2x</sup>, R<sup>3x</sup>)-N(R<sup>1x</sup>)-, and



wherein  $R^{1x}$ ,  $R^{2x}$ ,  $R^{3x}$  are independently H or substituted or unsubstituted  $C_1$ - $C_6$ -alkyl; and

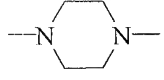
W is selected from the group consisting of



wherein Z is -O- or -NR<sup>Z</sup>-, wherein  $R^{4w}$  is H or substituted or unsubstituted  $C_1$ - $C_6$ -alkyl.

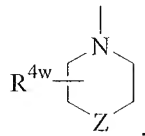
5. (Previously presented) The compound of claim 1, wherein

X is selected from the group consisting of

- (1) -N( $R^{1x}$ )-,
- (2) -(CH<sub>2</sub>)<sub>m</sub>-C( $R^{2x}$ ,  $R^{3x}$ )-N( $R^{1x}$ )-, and
- (3) ,

wherein  $R^{1x}$ ,  $R^{2x}$ ,  $R^{3x}$  are independently H or substituted or unsubstituted  $C_1$ - $C_6$ -alkyl; and

W is selected from the group consisting of




wherein Z is -O- or -NR<sup>Z</sup>-, wherein  $R^{4w}$  is H or substituted or unsubstituted  $C_1$ - $C_6$ -alkyl.

6. (Previously presented) The compound of claim 1, wherein

Y is selected from the group consisting of

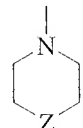
- (1) substituted or unsubstituted heterocyclyl,
- (2) substituted or unsubstituted heteroaryl;

X is selected from the group consisting of

- (1)  $-N(R^{1x})-$ ,
- (2)  $-(CH_2)_m-C(R^{2x}, R^{3x})-N(R^{1x})-$ , and
- (3) ,

wherein  $R^{1x}$ ,  $R^{2x}$ ,  $R^{3x}$  are independently H or substituted or unsubstituted  $C_1$ - $C_6$ -alkyl;

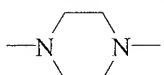
$R_2$  is substituted or unsubstituted aryl; and

W is , wherein Z is -O- or -NH-.

7. (Previously presented) The compound of claim 1, wherein

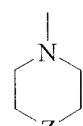
Y is substituted or unsubstituted aryl;

X is selected from the group consisting of

- (1)  $-N(R^{1x})-$ ,
- (2)  $-(CH_2)_m-C(R^{2x}, R^{3x})-N(R^{1x})-$ , and
- (3) ,

wherein  $R^{1x}$ ,  $R^{2x}$ ,  $R^{3x}$  are independently H or substituted or unsubstituted  $C_1$ - $C_6$ -alkyl;

$R_2$  is substituted or unsubstituted aryl; and

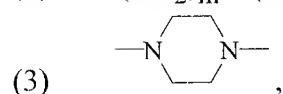
W is , wherein Z is -O- or -NH-.

8. (Previously presented) The compound of claim 1, wherein

X is selected from the group consisting of

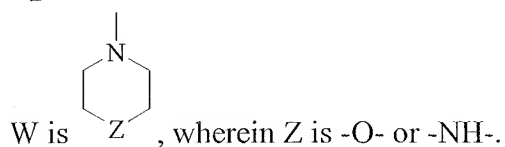
- (1)  $-N(R^{1x})-$ ,

(2)  $-(\text{CH}_2)_m-\text{C}(\text{R}^{2x}, \text{R}^{3x})-\text{N}(\text{R}^{1x})-$ , and

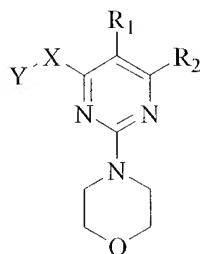


$\text{C}_1\text{-C}_6\text{-alkyl}$ ;

$\text{R}_2$  is substituted or unsubstituted aryl; and



9. (Previously presented) The compound of claim 1, having the formula II:

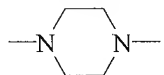


(II)

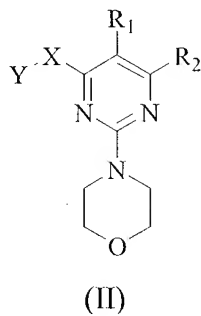
wherein Y is selected from the group consisting of

- (1) substituted or unsubstituted aryl,
- (2) substituted or unsubstituted heterocyclyl, and
- (3) substituted or unsubstituted heteroaryl; and

X is selected from the group consisting of

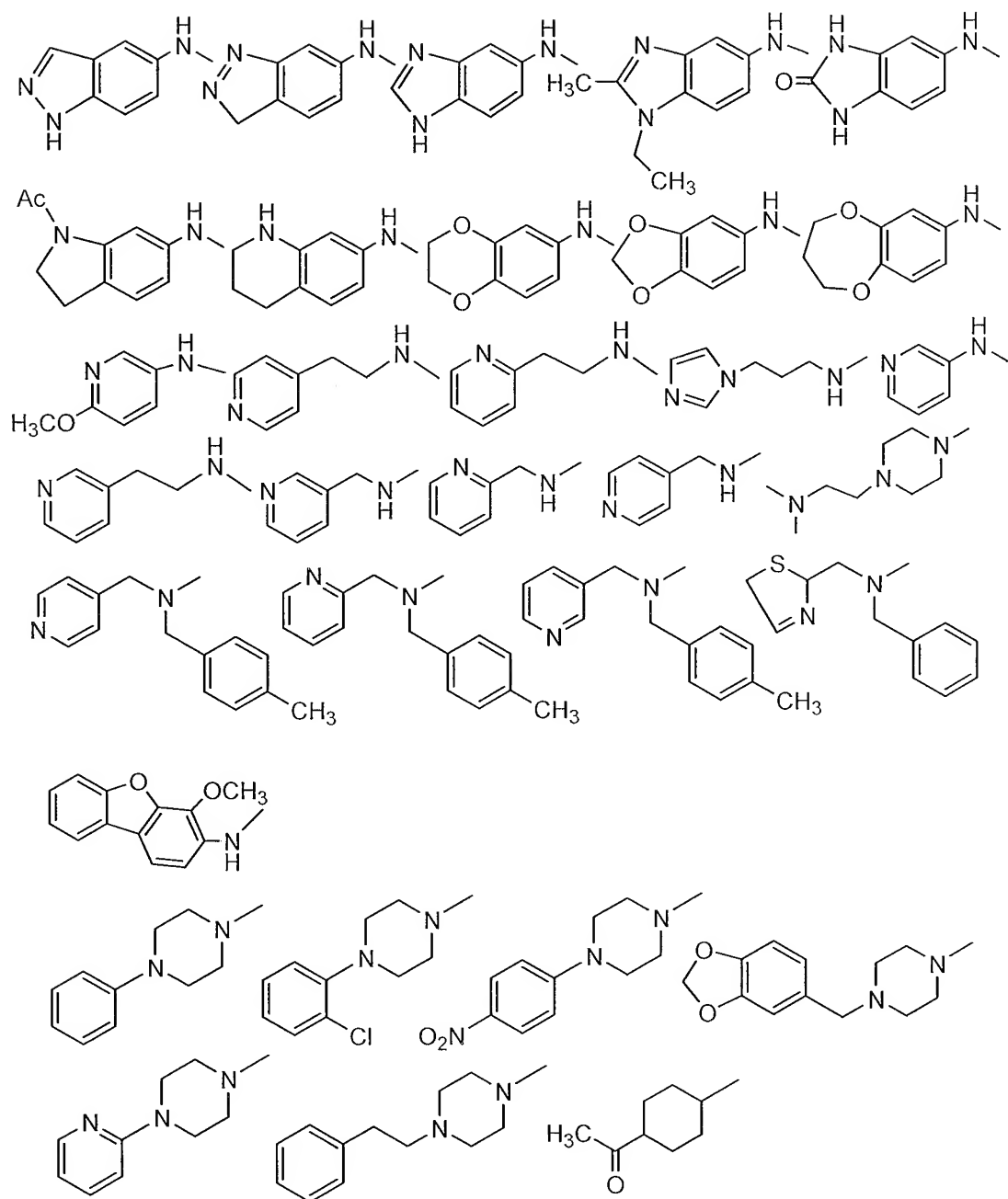
- (1)  $-\text{N}(\text{R}^{1x})-$ ,
- (2)  $-(\text{CH}_2)_m-\text{C}(\text{R}^{2x}, \text{R}^{3x})-\text{N}(\text{R}^{1x})-$ , and
- (3) .

10. (Previously presented) The compound of claim 1, having the formula II:



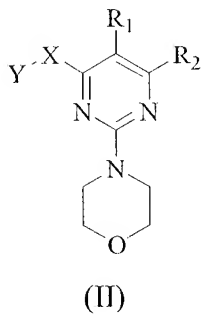
wherein Y and X, taken together, are selected from the group consisting of



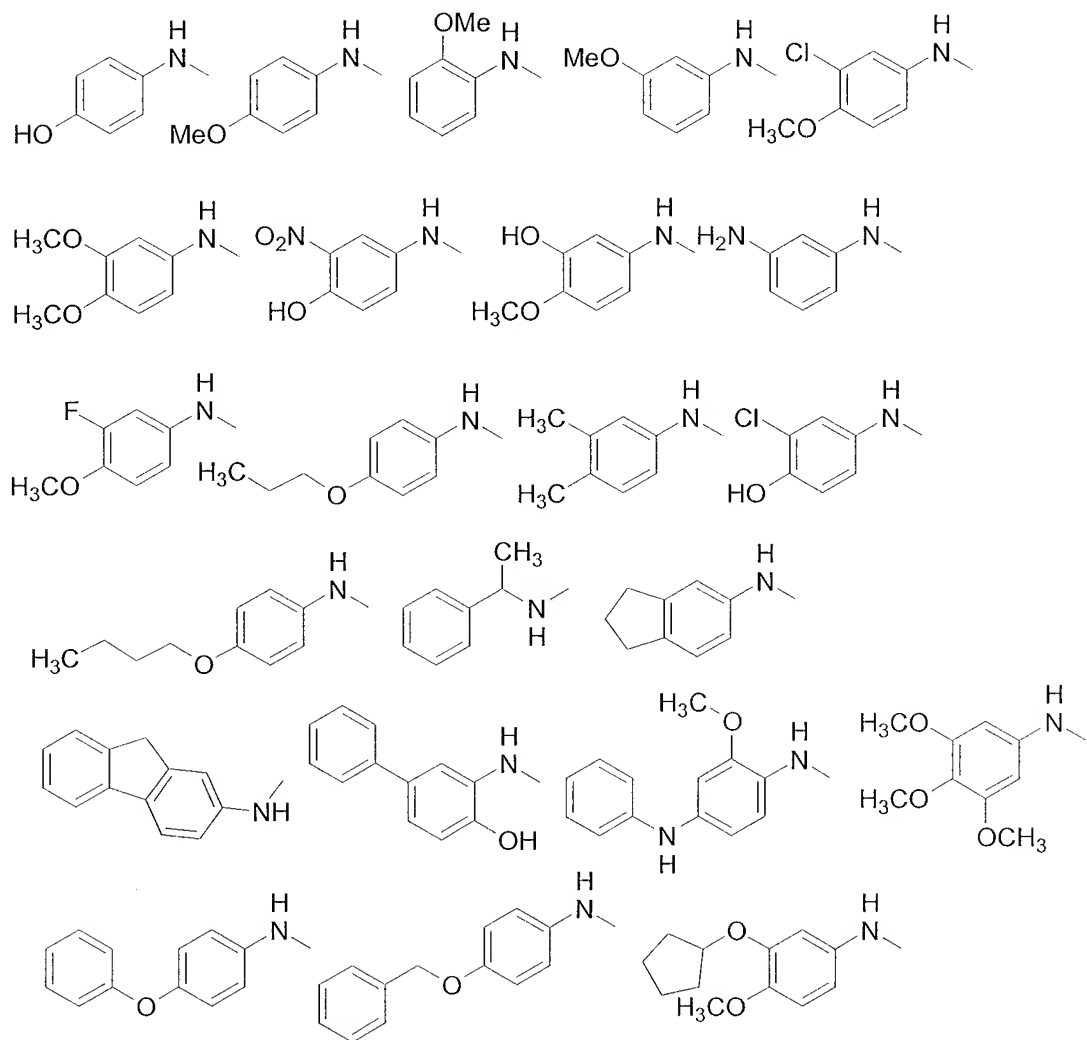


LAW OFFICES OF  
 CHRISTENSEN O'CONNOR JOHNSON KINDNESS<sup>PLLC</sup>  
 1420 Fifth Avenue  
 Suite 2800  
 Seattle, Washington 98101  
 206 682 8100

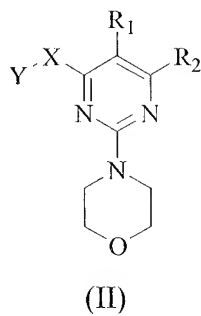
11. (Original) The compound of claim 1, having the formula II:



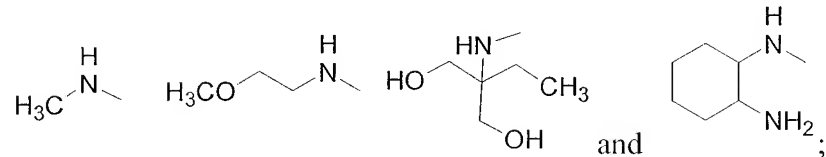
wherein Y and X, taken together, are selected from the group consisting of



12. (Previously presented) A compound having the formula II:



wherein, Y and X, taken together, are selected from the group consisting of



$\text{R}_1$  is selected from the group consisting of

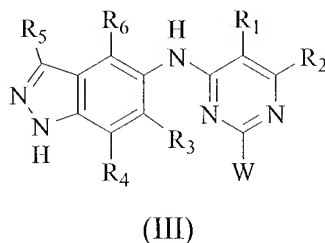
- (1) H,
- (2) substituted or unsubstituted  $\text{C}_1$ - $\text{C}_6$ -alkyl,
- (3)  $-\text{COOH}$ ,
- (4) halo,
- (5)  $-\text{OR}^{\text{It}}$ , and
- (6)  $-\text{NHR}^{\text{It}}$ ,

wherein  $\text{R}^{\text{It}}$  is H or  $\text{C}_1$ - $\text{C}_6$ -alkyl; and

$\text{R}_2$  is selected from the group consisting of

- (1) substituted or unsubstituted aryl, and
- (2) substituted or unsubstituted heteroaryl.

13. (Previously presented) The compound of claim 1, having the formula III:

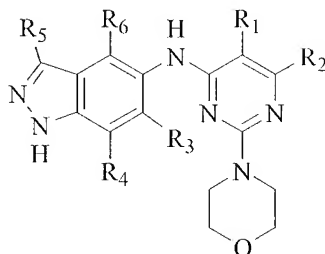


wherein  $\text{R}_3$ ,  $\text{R}_4$ ,  $\text{R}_5$ ,  $\text{R}_6$  are selected from the group consisting of

- (1) H,
- (2) substituted or unsubstituted  $\text{C}_1$ - $\text{C}_6$ -alkyl,
- (3)  $-\text{COOR}^{\text{I}}$ ,
- (4)  $-\text{CONH}_2$ ,

- (5) -OR<sup>1t</sup>, and
- (6) -NHR<sup>1t</sup>.

14. (Previously presented) The compound of claim 1, having the formula IV:

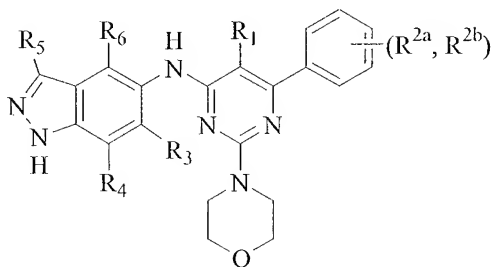


(IV)

wherein R<sub>3</sub>, R<sub>4</sub>, R<sub>5</sub>, R<sub>6</sub> are selected from the group consisting of

- (1) H,
- (2) substituted or unsubstituted C<sub>1</sub>-C<sub>6</sub>-alkyl,
- (3) -COOR<sup>1t</sup>,
- (4) -CONH<sub>2</sub>
- (5) -OR<sup>1t</sup>, and
- (6) -NHR<sup>1t</sup>.

15. (Previously presented) The compound of claim 1, having the formula V:



(V)

wherein R<sub>3</sub>, R<sub>4</sub>, R<sub>5</sub>, R<sub>6</sub> are selected from the group consisting of

- (1) H,
- (2) substituted or unsubstituted C<sub>1</sub>-C<sub>6</sub>-alkyl,

- (3) -COOR<sup>1t</sup>,
- (4) -CONH<sub>2</sub>
- (5) -OR<sup>1t</sup>, and
- (6) -NHR<sup>1t</sup>; and

R<sup>2a</sup> and R<sup>2b</sup> are selected from the group consisting of

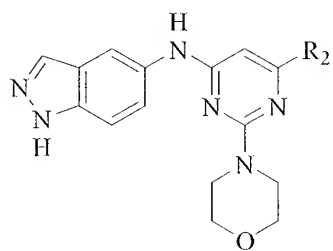
- (1) H,
- (2) substituted or unsubstituted alkyl,
- (3) halo,
- (4) -(CH<sub>2</sub>)<sub>q</sub>-N(R<sup>2c</sup>, R<sup>2d</sup>),
- (5) -(CH<sub>2</sub>)<sub>q</sub>-N(R<sup>2c</sup>, R<sup>2d</sup>)COR<sup>2e</sup>,
- (6) -(CH<sub>2</sub>)<sub>q</sub>-OR<sup>2e</sup>,
- (7) -(CH<sub>2</sub>)<sub>q</sub>-OCOR<sup>2e</sup>,
- (8) -(CH<sub>2</sub>)<sub>q</sub>-OCOOR<sup>2e</sup>,
- (9) -(CH<sub>2</sub>)<sub>q</sub>-COOR<sup>2e</sup>,
- (10) -(CH<sub>2</sub>)<sub>q</sub>-CONR<sup>2c</sup>,
- (11) -CN,
- (12) -NO<sub>2</sub>,
- (13) -SO<sub>2</sub>NH<sub>2</sub>,
- (14) -NHSO<sub>2</sub>CH<sub>3</sub>, and
- (15) -SO<sub>2</sub>R<sup>2f</sup>,

wherein R<sup>2c</sup>, R<sup>2d</sup>, R<sup>2e</sup>, and R<sup>2f</sup> are selected from the group consisting of

- (a) H,
- (b) substituted or unsubstituted alkyl, and
- (c) substituted or unsubstituted phenyl; and

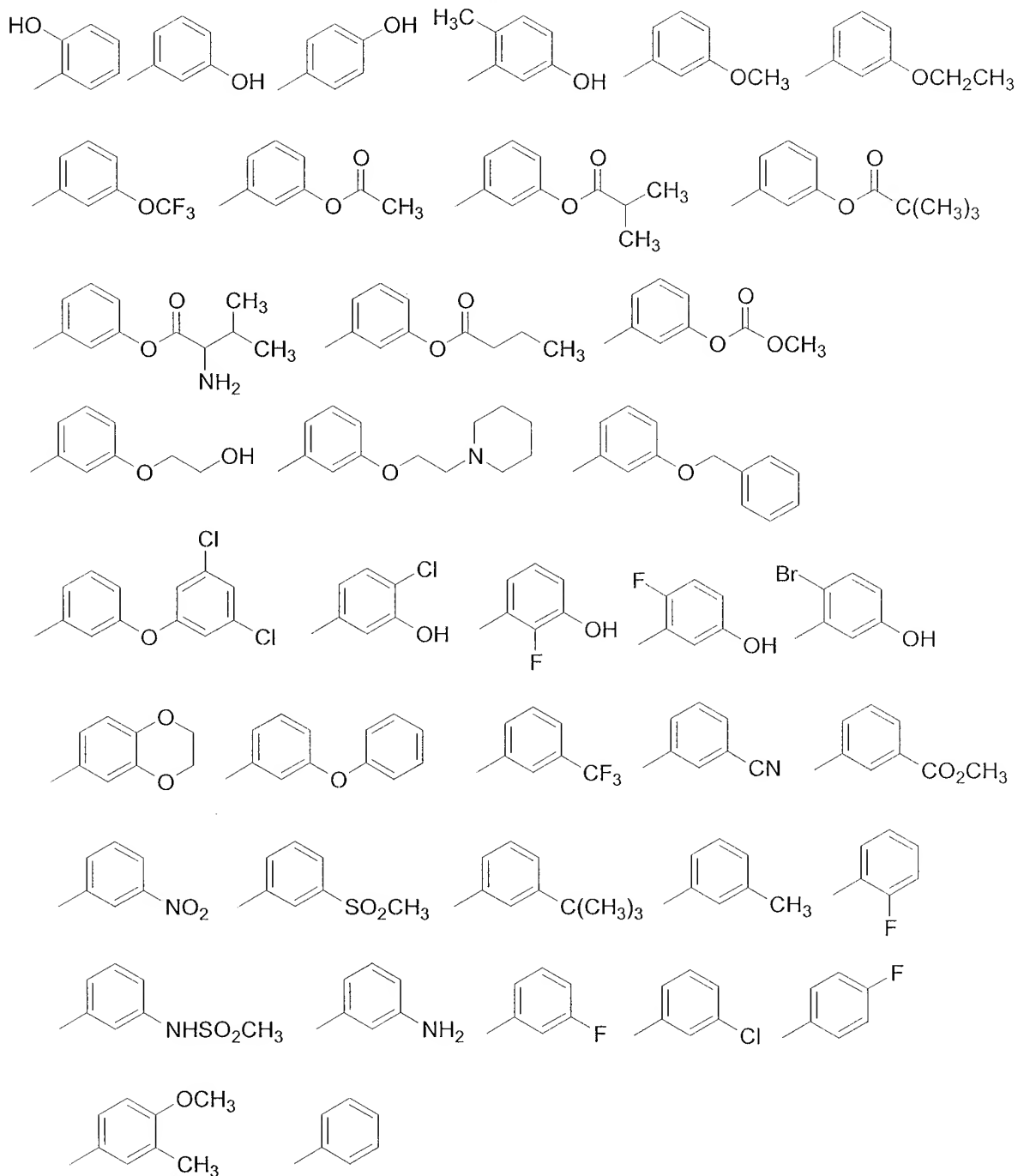
q is 0, 1, 2, 3, or 4.

16. (Previously presented) A compound having the formula VI:



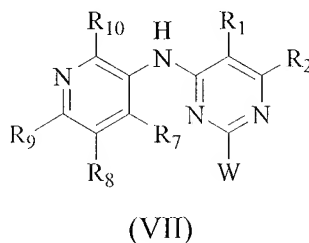
(VI)

wherein R<sub>2</sub> is selected from the group consisting of





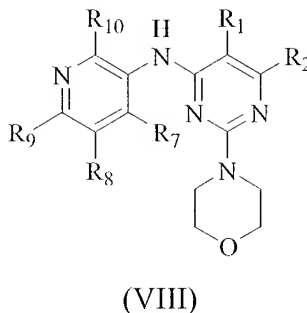
17. (Previously presented) The compound of claim 1, having the formula VII:



wherein R<sub>7</sub>, R<sub>8</sub>, R<sub>9</sub>, and R<sub>10</sub> are selected from the group consisting of

- (1) H,
- (2) substituted or unsubstituted C<sub>1</sub>-C<sub>6</sub>-alkyl,
- (3) -COOR<sup>1t</sup>,
- (4) -CONH<sub>2</sub>
- (5) -OR<sup>1t</sup>, and
- (6) -NHR<sup>1t</sup>.

18. (Original) The compound of claim 1, having the formula VIII:

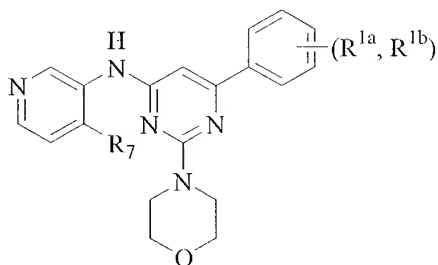


wherein R<sub>7</sub>, R<sub>8</sub>, R<sub>9</sub>, R<sub>10</sub> are selected from the group consisting of

- (1) H,
- (2) substituted or unsubstituted C<sub>1</sub>-C<sub>6</sub>-alkyl,
- (3) -COOR<sup>1t</sup>,
- (4) -CONH<sub>2</sub>,
- (5) -OR<sup>1t</sup>, and

(6)  $-NHR^{1t}$ .

19. (Previously presented) A compound having the formula IX:



(IX)

wherein R<sup>1a</sup> and R<sup>1b</sup> are selected from the group consisting of

- (1) H,
- (2) substituted or unsubstituted alkyl,
- (3) halo,
- (4)  $-(CH_2)_q-N(R^{2c}, R^{2d})$ ,
- (5)  $-(CH_2)_q-N(R^{2c}, R^{2d})COR^{2e}$ ,
- (6)  $-(CH_2)_q-OR^{2e}$ ,
- (7)  $-(CH_2)_q-OCOR^{2c}$ ,
- (8)  $-(CH_2)_q-OCOOR^{2e}$ ,
- (9)  $-(CH_2)_q-COOR^{2e}$ ,
- (10)  $-(CH_2)_q-CONR^{2c}$ ,
- (11)  $-CN$ ,
- (12)  $-NO_2$ ,
- (13)  $-SO_2NH_2$ ,
- (14)  $-NHSO_2CH_3$ , and
- (15)  $-SO_2R^{2f}$ ,

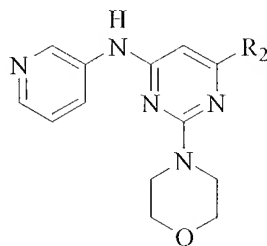
wherein R<sup>2c</sup>, R<sup>2d</sup>, R<sup>2e</sup>, and R<sup>2f</sup> are selected from the group consisting of

- (a) H,
- (b) substituted or unsubstituted alkyl, and

(c) substituted or unsubstituted phenyl; and  
wherein R<sub>7</sub> is selected from the group consisting of

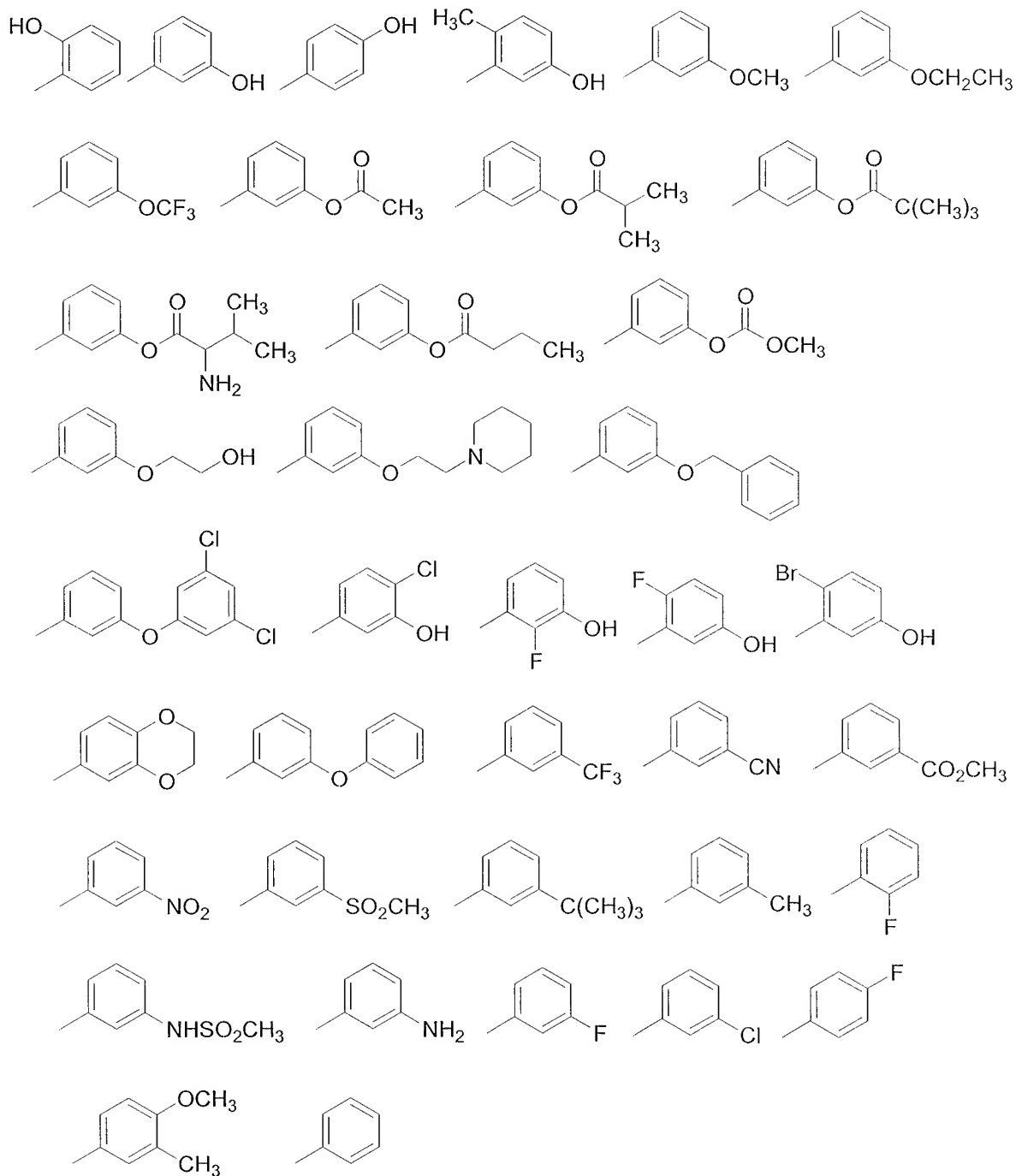
- (1) H,
- (2) substituted or unsubstituted C<sub>1</sub>-C<sub>6</sub>-alkyl,
- (3) -COOR<sup>1t</sup>,
- (4) -CONH<sub>2</sub>,
- (5) -OR<sup>1t</sup>, and
- (6) -NHR<sup>1t</sup>.

20. (Previously presented) A compound having the formula X:

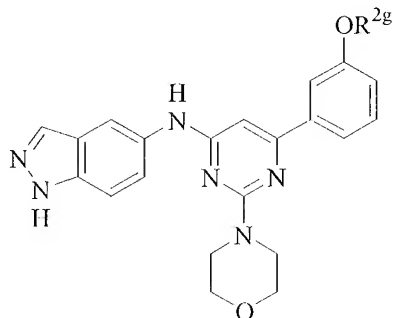


(X)

wherein R<sub>2</sub> is selected from the group consisting of



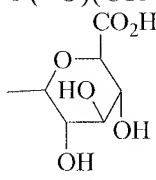
21. (Previously presented) A compound having the formula XI:

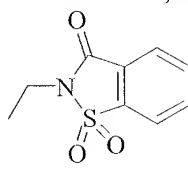


(XI)

wherein R<sup>2g</sup> is selected from the group consisting of

- (1) H,
- (2) substituted or unsubstituted alkyl,
- (3) -CONHR<sup>2h</sup>,
- (4) -CON(R<sup>2h</sup>)-(CH<sub>2</sub>)<sub>2-3</sub>-N(R<sup>2h</sup>, R<sup>2i</sup>),
- (5) -COR<sup>2j</sup>,
- (6) -CO<sub>2</sub>R<sup>2j</sup>,
- (7) -COC<sub>1</sub>-C<sub>6</sub>-alkyl-CO<sub>2</sub>H,
- (8) -CH<sub>2</sub>-OC(=O)R<sup>2i</sup>,
- (9) -CH<sub>2</sub>-OC(=O)NHCHR<sup>2i</sup>CO<sub>2</sub>R<sup>2j</sup>,
- (10) -P(=O)(OR<sup>2k</sup>, OR<sup>2p</sup>),

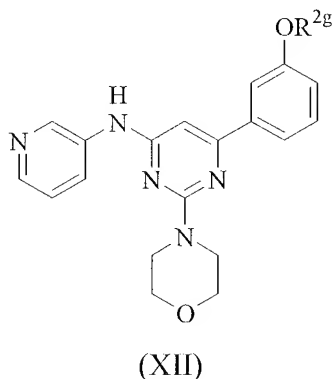
- (11) , and

- (12) ,

wherein R<sup>2h</sup>, R<sup>2i</sup>, R<sup>2j</sup>, R<sup>2k</sup>, and R<sup>2p</sup> are selected from the group consisting of

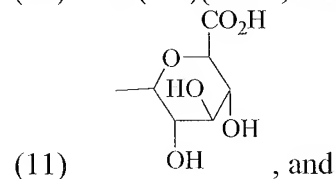
- (a) H,
- (b) substituted or unsubstituted alkyl, and
- (c) substituted or unsubstituted aryl.

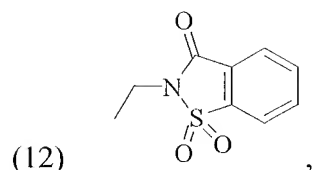
22. (Previously presented) A compound having the formula XII:



wherein R<sup>2g</sup> is selected from the group consisting of

- (1) H,
- (2) substituted or unsubstituted alkyl,
- (3) -CONHR<sup>2h</sup>,
- (4) -CON(R<sup>2h</sup>)-(CH<sub>2</sub>)<sub>2-3</sub>-N(R<sup>2h</sup>, R<sup>2i</sup>),
- (5) -COR<sup>2j</sup>,
- (6) -CO<sub>2</sub>R<sup>2j</sup>,
- (7) -COC<sub>1</sub>-C<sub>6</sub>-alkyl-CO<sub>2</sub>H,
- (8) -CH<sub>2</sub>-OC(=O)R<sup>2i</sup>,
- (9) -CH<sub>2</sub>-OC(=O)NHCHR<sup>2i</sup>CO<sub>2</sub>R<sup>2j</sup>,
- (10) -P(=O)(OR<sup>2k</sup>, OR<sup>2p</sup>),





wherein R<sup>2h</sup>, R<sup>2i</sup>, R<sup>2j</sup>, R<sup>2k</sup>, and R<sup>2p</sup> are selected from the group consisting of

- (a) H,
- (b) substituted or unsubstituted alkyl, and
- (c) substituted or unsubstituted aryl.

23. (Previously presented) A composition, comprising a compound of Claim 1 and a pharmaceutically acceptable carrier.

24. (Previously presented) The composition of Claim 23 further comprising at least one additional agent for the treatment of breast cancer.

25. (Previously presented) The composition of Claim 24, wherein the at least one additional agent for the treatment of breast cancer is selected from irinotecan, topotecan, gemcitabine, imatinib mesylate, herceptin, 5-fluorouracil, leucovorin, carboplatin, cisplatin, taxanes, tezacitabine, cyclophosphamide, vinca alkaloids, imatinib, anthracyclines, rituximab, tamoxifen, CPT 11, and trastuzumab.

26. (Previously presented) A method for treating breast cancer comprising administering to a subject in need of such treatment an effective amount of a compound of Claim 1.

27. (Original) The method of Claim 26, wherein the compound has an IC<sub>50</sub> value of less than about 20  $\mu$ M in a cell proliferation assay.

28-30. (Canceled)

31. (Previously presented) The method of Claim 26 further comprising administering to the human or animal subject at least one additional agent for the treatment of breast cancer.

32. (Previously presented) The method of Claim 31, wherein the at least one additional agent for the treatment of breast cancer is selected from irinotecan, topotecan, gemcitabine, imatinib mesylate, herceptin, 5-fluorouracil, leucovorin, carboplatin, cisplatin, taxanes, tezacitabine, cyclophosphamide, vinca alkaloids, imatinib, anthracyclines, rituximab, tamoxifen, CPT 11, and trastuzumab.

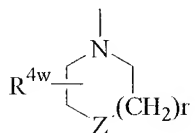
33-36. (Canceled)

37. (Previously presented) A compound of Claim 1, wherein  $R_2$  is hydroxy--substituted phenyl.

38. (Previously presented) A compound of Claim 1, wherein  $R_2$  is substituted or unsubstituted pyridinyl.

39. (Previously presented) A compound of Claim 1, wherein  $R_2$  is substituted or unsubstituted pyrimidinyl.

40. (Previously presented) A compound of Claim 1, wherein W is



41. (Previously presented) A compound of Claim 40, wherein  $R^{4w}$  is H,  $r$  is 1, and  $Z$  is O.

42. (Previously presented) A compound of Claim 1, wherein Y is substituted or unsubstituted heterocyclyl.

43. (Previously presented) A compound of Claim 1, wherein X is a O and Y is substituted or unsubstituted heterocyclyl.

44. (Canceled)



45. (Previously presented) A compound of Claim 40, wherein  $R^{4w}$  is H,  $r$  is 1,  $Z$  is O,  $Y$  is substituted or unsubstituted heterocyclyl,  $R_1$  is H, and  $R_2$  is substituted or unsubstituted heteroaryl.

46. (Previously presented) A compound of Claim 40, wherein  $R^{4w}$  is H,  $r$  is 1,  $Z$  is O,  $X$  is O,  $Y$  is substituted or unsubstituted heterocyclyl,  $R_1$  is H, and  $R_2$  is substituted or unsubstituted heteroaryl.

47-58. (Canceled)